

RECORDATION NO. 26807-A FILED

JAN 09 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 9, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of December 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 26807.

The names and addresses of the parties to the enclosed document are:

Assignor: SunTrust Leasing Corporation
29 West Susquehanna Avenue, 4th Floor
Towson, MD 21204

Assignee: MassMutual Asset Finance, LLC
2 Hampshire Street
Foxboro, MA 02035

Anne K. Quinlan, Esquire
January 9, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

53 railcars within the series GTW 187600 - GTW 187699 as more particularly set forth in the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal flourish.

Robert W. Alvord

RWA/sem
Enclosures

JAN 09 '08

-11 00 AM

MEMORANDUM OF ASSIGNMENT OF LEASE**SURFACE TRANSPORTATION BOARD**

1. This instrument relates to that certain Lease of Railroad Equipment No. 2 dated as of February 1, 2007 (the "Lease Agreement") and the related Closing Supplement dated as of February 21, 2007 ("the "Supplement," which term shall also include any and all riders, addenda and exhibits attached to the Supplement), between SunTrust Leasing Corporation, as lessor ("STLC"), and Grand Trunk Western Railroad Incorporated, as lessee (the "Lessee"), pursuant to which STLC leased to Lessee the following railroad equipment: Fifty-three (53) 48' 115-ton steel coil cars, built by National Steel Car Limited in 2007 at Hamilton, Ontario, bearing the following marks and numbers: GTW 187600; GTW 187603 to GTW 187604 inclusive; GTW 187607; GTW 187643 to GTW 187645 inclusive; GTW 187653; and GTW 187655 to GTW 187699 inclusive; and all additions and alterations thereto, replacements thereof and substitutions therefor (collectively, the "Equipment").

2. Said Lease Agreement and the Supplements are collectively referred to herein as the "Lease".

3. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board on February 20, 2007 under Recordation Number 26807.

4. Pursuant to certain agreements dated as of December 28, 2007, STLC's interest in the Lease and in the Equipment has been assigned by STLC to MasMutual Asset Finance LLC ("MMAF").

5. The addresses of the parties are as follows:

STLC: SunTrust Leasing Corporation, 29 West Susquehanna Avenue, 4th Floor,
Towson, Maryland, 21204, Attention: Secretary

MMAF: MassMutual Asset Finance LLC, 2 Hampshire Street, Foxboro,
Massachusetts 02035, Attention: President

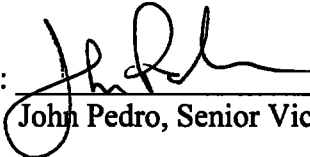
6. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease and the assignment agreements and are incorporated herein by reference.

7. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

(Remainder of page intentionally left blank; signature page follows)

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of December 28, 2007.

MASSMUTUAL ASSET FINANCE LLC

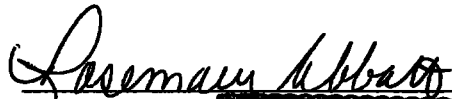
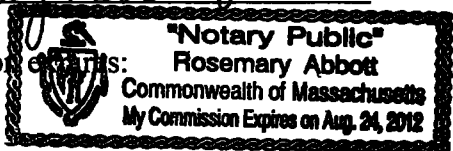
By: 
John Pedro, Senior Vice President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On December 28, 2007, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of MassMutual Asset Finance LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]


Notary Public
My commission expires: 
"Notary Public"
Rosemary Abbott
Commonwealth of Massachusetts
My Commission Expires on Aug. 24, 2012

SUNTRUST LEASING CORPORATION

By: _____
(Signature)

Its: _____
(Printed Name and Title)

STATE OF MARYLAND

CITY OF TOWSON

On December 28, 2007, before me appeared _____,
to me personally known, who being by me duly sworn says that he/she is the
_____ of SunTrust Leasing Corporation, and that he
executed the foregoing instrument on behalf of said corporation by authority of its board of directors,
and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

[NOTARIAL SEAL]

Notary Public
My commission expires:

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of December 28, 2007.

MASSMUTUAL ASSET FINANCE LLC

By: _____
John Pedro, Senior Vice President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On December 28, 2007, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of MassMutual Asset Finance LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

Notary Public
My commission expires:

SUNTRUST LEASING CORPORATION

By: _____
(Signature)

Its: MT POWERS SR V-P
(Printed Name and Title)

STATE OF MARYLAND

CITY OF TOWSON

On December 28, 2007, before me appeared Michael J. Powers, to me personally known, who being by me duly sworn says that he/she is the SR. VICE PRESIDENT of SunTrust Leasing Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Notary Public
My commission expires: 6/1/08